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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 652
(ALSTOM POWER ENVIRONMENTAL CONSULT GMBH)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Alstom Power Environmental Consult GmbH ("Alstom") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 652 (Alstom Power Environmental Consult GmbH) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Alstom filed proof of claim number 652 against Delphi World Headquarters Facilities Service Group on November 17, 2005, which asserts an unsecured non-priority claim in the amount of \$2,726.00 (the "Claim") stemming from services performed by Alstom.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Seventh Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, And (C) Untimely Claims (Docket No. 6585) (the "Seventh Omnibus Claims Objection"), which was filed on January 12, 2007.

WHEREAS on February 2, 2007 Alstom filed its Response To The Seventh Omnibus Objection (Docket No. 6903) (the "Response").

WHEREAS on May 3, 2007, to resolve the Seventh Omnibus Claims Objection with respect to the Claim, Delphi Automotive Systems LLC ("DAS LLC") entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$2,726.00.

WHEREAS, Alstom acknowledges that it has been given the opportunity to consult with counsel before executing the Settlement Agreement and is executing such Settlement Agreement without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in the Settlement Agreement.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and Alstom stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$2,726.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Alstom shall withdraw its Response to the Seventh Omnibus Claims Objection.

So Ordered in New York, New York, this 10 day of May, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

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/s/ Dr. Peter Rissing

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